

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	)	
	)	Chapter 11
	)	
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket No. ____

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**ORDER SUSTAINING DEBTORS' TWELFTH  
OMNIBUS OBJECTION TO CERTAIN CLAIMS (SUBSTANTIVE)  
(Reclassified Claims & Reduced Claims)**

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Upon consideration of the *Debtors' Twelfth Omnibus Objection to Certain Claims (Substantive)* (the "Objection");<sup>2</sup> and upon consideration of the Aber Declaration; and the United States District Court for the District of Delaware having jurisdiction to consider this Objection under 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and this

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to the terms in the Objection.

Court having found that the Debtors' notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Objection and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Objection and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained to the extent set forth herein.
2. Each Reclassified Claim listed on **Exhibit 1** hereto is hereby reclassified as set forth in the "*Modified*" priority column therein.
3. Each Reduced Claim listed on **Exhibit 2** hereto is hereby reduced as set forth in the "*Modified Claims*" column therein.
4. The Debtors are authorized to take any action necessary or appropriate to give effect to this Order and the relief granted therein.
5. Kroll Restructuring Administration LLC, the Court-appointed claims and noticing agent in the chapter 11 cases, is hereby authorized and directed to make such revisions to the official claims register as are necessary to reflect the relief granted in this Order.
6. The Debtors' right to file additional objections to each Reclassified Claim and Reduced Claim or any other proofs of claim that have been or may be filed against the Debtors are preserved. Additionally, should one or more of the grounds of objection stated in the Objection be dismissed, the Debtors' rights to object on other stated grounds or on any other grounds that the Debtors discover during the pendency of these chapter 11 cases are further preserved.

7. The Debtors' objection to each Reclassified Claim and Reduced Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Reclassified Claim and Reduced Claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.

8. This Order is without prejudice to the rights of the Debtors, their estates, any successors thereto, and any other party in interest, to object to any other proof of claim filed in the chapter 11 cases.

9. The Court shall retain jurisdiction over the claimants whose claims are subject to the Objection with respect to any matter arising from or related to the Objection or this Order, including the interpretation, enforcement and implementation of this Order.

**Exhibit 1**

**Reclassified Claims**

## Twelfth Omnibus Substantive Claims Objection

## Ex. 1 - Reclassified Claims

ASSERTEDMODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1	AMERICAN FOOD AND VENDING CORPORATION C/O BOND, SCHOENECK & KING, PLLC ATTN: SARA C. TEMES, ESQ. ONE LINCOLN CENTER SYRACUSE, NY 13202	12750	Jo-Ann Stores, LLC	503(b)(9)	\$17,264.60	Jo-Ann Stores, LLC	Admin	\$7,738.51
			Jo-Ann Stores, LLC	Admin	\$7,738.51	Jo-Ann Stores, LLC	Unsecured	\$75,710.26
			Jo-Ann Stores, LLC	Unsecured	\$58,445.66			
				Subtotal	\$83,448.77		Subtotal	\$83,448.77
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for services or other non-goods, which do not qualify for 503(b)(9) priority.								
2	B D G, A MINOR ADDRESS ON FILE	18770	Jo-Ann Stores, LLC	503(b)(9)	\$50.00	Jo-Ann Stores, LLC	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
3	BAUDENDISTEL, LINDA S ADDRESS ON FILE	9563	JOANN Inc.	503(b)(9)	\$30.00	JOANN Inc.	Unsecured	\$30.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
4	BRUCE, JILL PORTER ADDRESS ON FILE	17691	JOANN Inc.	503(b)(9)	\$164.62	JOANN Inc.	Unsecured	\$164.62
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

Twelfth Omnibus Substantive Claims Objection  
Ex. 1 - Reclassified ClaimsASSERTEDMODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
5	CATTANACH, MARIA WILMA ADDRESS ON FILE	18281	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
6	DEAN, RITA ADDRESS ON FILE	18449	Jo-Ann Stores, LLC	503(b)(9)	\$25.00	Jo-Ann Stores, LLC	Unsecured	\$25.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
7	DEXTER, DINA ADDRESS ON FILE	18064	joann.com, LLC	503(b)(9)	\$60.00*	joann.com, LLC	Unsecured	\$60.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
8	GREENWELL, GWYNN ADDRESS ON FILE	18301	Jo-Ann Stores, LLC	503(b)(9)	\$25.00	Jo-Ann Stores, LLC	Unsecured	\$25.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
9	GUTHRIE, TAMRIE ADDRESS ON FILE	18015	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

## Twelfth Omnibus Substantive Claims Objection

## Ex. 1 - Reclassified Claims

ASSERTEDMODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
10	HURST, ALMA ROSE ADDRESS ON FILE	17598	Jo-Ann Stores, LLC Jo-Ann Stores, LLC	503(b)(9) Priority	\$25.00* Undetermined*	Jo-Ann Stores, LLC	Unsecured	\$25.00
				Subtotal	\$25.00*			
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
11	IANNONE, DENISE ADDRESS ON FILE	18431	Jo-Ann Stores, LLC	503(b)(9)	\$25.00	Jo-Ann Stores, LLC	Unsecured	\$25.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
12	LONGFELLOW, KATHRYN P ADDRESS ON FILE	18554	Jo-Ann Stores, LLC Jo-Ann Stores, LLC	503(b)(9) Priority	\$30.00 \$30.00	Jo-Ann Stores, LLC Jo-Ann Stores, LLC	Priority Unsecured	\$30.00 \$30.00
				Subtotal	\$60.00		Subtotal	\$60.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
13	LUCAS, PENELOPE JANE ADDRESS ON FILE	17612	JOANN Inc. JOANN Inc.	503(b)(9) Admin	\$25.00 \$25.00	JOANN Inc. JOANN Inc.	Admin Unsecured	\$25.00 \$25.00
				Subtotal	\$50.00		Subtotal	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

\*Indicates claim contains unliquidated and/or undetermined amounts

Twelfth Omnibus Substantive Claims Objection  
Ex. 1 - Reclassified Claims

ASSERTED

MODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
14	MORRISSEY, CONSTANCE ADDRESS ON FILE	18652	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
	Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.							
15	MYERS, BECKY ADDRESS ON FILE	18022	JOANN Inc.	503(b)(9)	\$80.00	JOANN Inc.	Unsecured	\$80.00
	Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.							
16	NICHOLSON, EMILY ADDRESS ON FILE	9541	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
	Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.							
17	PITCOCK, POLLY BAKER ADDRESS ON FILE	18710	Jo-Ann Stores, LLC	503(b)(9)	\$70.00	Jo-Ann Stores, LLC	Unsecured	\$70.00
	Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.							
18	RAYKA, JENNIFER ADDRESS ON FILE	18498	Jo-Ann Stores Support Center, Inc.	503(b)(9)	\$50.00	Jo-Ann Stores Support Center, Inc.	Unsecured	\$50.00
	Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.							

## Twelfth Omnibus Substantive Claims Objection

## Ex. 1 - Reclassified Claims

ASSERTEDMODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
19	RENDON, DENISE ADDRESS ON FILE	17677	Jo-Ann Stores, LLC	503(b)(9)	\$50.00	Jo-Ann Stores, LLC	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
20	RODRIGUEZ, THOMAS ADDRESS ON FILE	17736	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
21	SALO, LEORA ADDRESS ON FILE	18442	Jo-Ann Stores, LLC	503(b)(9)	\$12.00	Jo-Ann Stores, LLC	Unsecured	\$12.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
22	SMITH, CHRISTINA ADDRESS ON FILE	17937	JOANN Inc.	503(b)(9)	\$50.00	JOANN Inc.	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
23	SMITH, JANICE ADDRESS ON FILE	18013	Jo-Ann Stores, LLC	503(b)(9)	\$25.00	Jo-Ann Stores, LLC	Priority	\$25.00
			Jo-Ann Stores, LLC	Priority	\$25.00	Jo-Ann Stores, LLC	Unsecured	\$25.00
					Subtotal	\$50.00	Subtotal	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

## Twelfth Omnibus Substantive Claims Objection

## Ex. 1 - Reclassified Claims

ASSERTEDMODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
24	STEWART, AMBER ADDRESS ON FILE	17801	Jo-Ann Stores, LLC	503(b)(9)	\$25.00	Jo-Ann Stores, LLC	Unsecured	\$25.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
25	TAYLOR, VICKI MELIDA ADDRESS ON FILE	17652	joann.com, LLC joann.com, LLC	503(b)(9) Priority	\$75.00* Undetermined*	joann.com, LLC	Unsecured	\$75.00
					Subtotal	\$75.00*		
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
26	VILLA, BEVERLY A. ADDRESS ON FILE	4666	JOANN Inc.	503(b)(9)	\$40.00	JOANN Inc.	Unsecured	\$40.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
27	WIEBERS, KIMBERLY ADDRESS ON FILE	17617	JOANN Inc.	503(b)(9)	\$25.00	JOANN Inc.	Unsecured	\$25.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								
28	WILKEN, RACHEL ADDRESS ON FILE	17990	JOANN Inc.	503(b)(9)	\$100.00*	JOANN Inc.	Unsecured	\$100.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

\*Indicates claim contains unliquidated and/or undetermined amounts

Twelfth Omnibus Substantive Claims Objection  
Ex. 1 - Reclassified Claims

ASSERTED

MODIFIED

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
29	ZIMMER, JOANNE ADDRESS ON FILE	18286	Jo-Ann Stores, LLC	503(b)(9)	\$50.00	Jo-Ann Stores, LLC	Unsecured	\$50.00
Reason: Modified priority reflects that, according to documentation filed with the proof of claim, the claim is for goods the claimant purchased from the Debtor, which do not qualify for 503(b)(9) priority.								

**Exhibit 2**

**Reduced Claims**

Twelfth Omnibus Substantive Claims Objection

Ex. 2 - Reduced Claims

ASSERTED CLAIMS

MODIFIED CLAIMS

	NAME	CLAIM #	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1	FABRIC TRADITIONS 530 7TH AVENUE 305 NEW YORK, NY 10018	2697	JOANN Inc. JOANN Inc.	503(b)(9) Unsecured	\$481,251.51 \$1,989,318.62	JOANN Inc. JOANN Inc.	503(b)(9) Unsecured	\$0.00 \$1,989,318.62
				Subtotal	\$2,470,570.13		Subtotal	\$1,989,318.62
Reason: The 503(b)(9) portion of the claim is amended by newly filed claim, Claim #11131, which covers the 503(b)(9) portion of the claim.								
2	RICHLOOM FAR EAST TRADING CO. LTD. RICHLOOM FABRICS GROUP 261 FIFTH AVE, 12TH FL. NEW YORK, NY 10016	1413	JOANN Inc. JOANN Inc.	503(b)(9) Unsecured	\$320,111.83 \$858,858.42	JOANN Inc. JOANN Inc.	503(b)(9) Unsecured	\$0.00 \$858,858.42
				Subtotal	\$1,178,970.25		Subtotal	\$858,858.42
Reason: The 503(b)(9) portion of the claim is amended by newly filed claim, Claim #11981, which covers the 503(b)(9) portion of the claim.								